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BY OVERNIGHT MAIL

June 17, 2005

Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Docket No. 05-00076: Joint Petition for Approval of a Transfer of Assets and Customer Base

Dear Ms Dillon:

As requested by the Authority at its June 13, 2005 meeting, enclosed is a copy of the additional notice letter the Petitioners intend to provide customers regarding the above-referenced transaction. The parties previously provided notice of the proposed transaction to customers on April 22, 2005. Staff has reviewed the proposed customer notice and it is our understanding that it complies with the Authority's rules.

Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at (202) 424-7500.

Respectfully submitted,



Tamar E. Finn
Michael P. Donahue

cc: Monica Smith-Ashford (TRA)
Brad E. Mutschelknaus (Kelley Drye)
Melissa S. Conway (Kelley Drye)
James E. Means (Telcove)
Marva Brown Johnson (KMC)

**AN IMPORTANT NOTICE REGARDING YOUR LOCAL AND LONG DISTANCE
TELEPHONE SERVICE FROM KMC TELECOM AND TELCOVE**

FINAL NOTICE

DATE

Dear Valued Customer:

KMC Telecom is pleased to remind you that its telephone systems used to provide your local, long distance, international and data services in the areas of (i) Melbourne, Florida; (ii) Savannah, Georgia; (iii) Augusta, Georgia; (iv) Roanoke, Virginia; (v) Tallahassee, Florida; (vi) Greensboro, North Carolina; (vii) Fort Myers, Florida; (viii) Winston-Salem, North Carolina; (ix) Pensacola, Florida; (x) Daytona Beach, Florida; (xi) Fayetteville, North Carolina; (xii) Hampton Roads, Virginia; (xiii) Sarasota, Florida; (xiv) Charleston, South Carolina; (xv) Spartanburg, South Carolina; (xvi) Greater Pinellas, Florida; (xvii) Columbia, South Carolina; (xviii) Tri-cities - Johnson City/Kingsport/Bristol, Tennessee; (xix) Maryland Cluster - Frederick/Bethesda/Rockville; Maryland; (xx) Hickory, North Carolina; and (xxi) Wilmington, North Carolina are being acquired by TelCove Inc. The anticipated date for the transfer of your service to TelCove will occur in July of this year, or as soon thereafter as the necessary governmental approvals can be obtained. Upon completion of the transfer, TelCove will provide service to you and KMC Telecom will no longer be your local, long distance telephone, international or data service provider.

As a customer of TelCove, you will continue to receive all of the features, terms and conditions of service and current rates that you enjoy today. Notice of any future changes in rates, terms and conditions of service will be provided to you in writing or as otherwise provided by law. Specifically, Tennessee customers will be given 30 days written notice of any rate changes that are made within 90 days of the transfer. TelCove has over thirteen years of experience delivering voice and data communication and currently provides these services in 20 states today. Using state of the art-equipment and knowledgeable employees, TelCove provides businesses with reliable, customized communications solutions and personalized customer service. With TelCove, your business will have a local, dedicated, single point of contact ready to answer your questions or provide additional services.

It has been the pleasure of KMC Telecom to provide you with quality local, long distance, international and data communications services and we emphasize that you will be treated as a valued customer of TelCove. As always, you may choose another carrier for your telephone service at any time, subject to any termination restrictions in your contract. Unless you choose another carrier by [DATE – June 30, 2005], as is your right, you will automatically become a TelCove customer upon completion of this transaction.

You do not need to take any action to be transferred to TelCove. TelCove will pay any change charges associated with the transfer of your account to it. If you have placed a “freeze” on KMC Telecom’s local or long distance services to prevent their unauthorized transfer to another carrier, such freeze will be lifted when your KMC Telecom services are transferred to

TelCove. At your request and at no additional charge, TelCove can re-establish freeze protection for you after the transfer.

TelCove will work to resolve any complaints you may have against KMC Telecom that have not been resolved by the time your account is transferred.

If you have any questions regarding this notice or any of KMC Telecom's services, please contact a KMC Telecom representative at 1-800-850-9048, or by mail at 1545 Route 206, Suite 300, Bedminster, NJ 07921. Questions regarding TelCove may be directed to TelCove's Representatives at 1-866-295-5239, or by mail at 121 Champion Way, Canonsburg, Pennsylvania 15317, Attention: Customer Relationship Manager. [www.telcove.com]

